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IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	- X .
In re	: Chapter 11
DELPHI CORPORATION et al.,	: Case No. 05-44481 (rdd)
Debtors.	: (Jointly Administered)
	: - x
AFFIDAVI	IT OF SERVICE
	sworn according to law, deposes and says that I nsultants, LLC, proposed claims and noticing ned cases.
listed in Section 1 on the parties attach	be served, via overnight delivery the documents ned hereto as Exhibit A, via email the parties class mail the parties attached hereto as Exhibit
Section 1	
I. Order to Show Cause (Docket No. 699)	[Attached hereto as Exhibit D]
II. Notice of Waiver (Docket No. 698) [At	tached hereto as Exhibit E]
Dated: October 27, 2005	
	/s/ Amber M. Cerveny
Sworn to and subscribed before me on October 27, 2005	Amber M. Cerveny
/s/ Evan J. Gershbein	
Notary Public	

My Commission Expires: 1/19/07

EXHIBIT A

05-44481-rdd Doc 732 Filed 10/27/05 Entered 10/27/05 13:17:28 Main Document Pg 3 of 21 Delphi Corporation Master Service List Main Document

Overnight

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Capital Research and Management Company	Michelle Robson	11100 Santa Monica Blvd	15th Floor	Los Angeles	CA	90025	310-996-6140	310-996-6091	mlfr@capgroup.com	Creditor Committee Member
Cohen Weiss & Simon	Bruce Simon	330 W. 42nd Street	1311111001	New York	NY	10036	212-356-0231	212-695-5436	b.simon@cwsny.com	Creditor Committee Member
Contain Troice & Cinion	Brace Cimon	OCC VI. IZIIG CACCA		THOM TOTAL		.0000	2.12 000 0201	212 000 0100	<u>S.dimon Cowony.com</u>	Counsel for Flextronics International
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	212-696-6000	212-697-1559	sreisman@cm-p.com	USA, Inc.
Davis Polk & Wardwell	Donald Bernstein	450 Lexington Avenue		New York	NY	10017	212-450-4092	212-450-3092	donald.bernstein@dpw.com	Postpetition Administrative Agent
									sean.p.corcoran@delphi.com	
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International	Carrie L. Schiff	6328 Monarch Park Place		Niwot	CO	80503	303-652-4853	303-652-4716	cshiff@flextronics.com	Counsel for Flextronics International
Flextronics International Asia-Pacific, Ltd. c/o Flextronics International USA, Inc.	Paul W. Anderson	2090 Fortune Drive		Con loss	CA	95131	408-428-1308			Creditor Committee Member
Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	San Jose Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
reescale definiconductor, inc.	INCHARG Lee Chambers, III	0301 William Camion Drive West	IVID. OL 10	Austin	17	70733	312-033-0331	312-033-3030	trey.criambers@freescale.com	Creditor Committee Member
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	One Plastics Avenue	114111001	Pittsfield	MA	01201	704-992-5075	212 011 0000	Tarisam discribing throughouting term	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel for Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	152 West 57th Street	35th Floor	New York	NY	10019	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel for Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward	Detroit	MI	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Counsel to General Motors Corporation
			Avenue							
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward	Detroit	MI	48226-3583	313-465-7000	313-465-8000	rweiss@honigman.com	Counsel to General Motors Corporation
			Avenue							
Internal Revenue Service	Attn: Insolvency Department	290 Broadway	5th Floor	New York	NY	10007	010 000 0010	0.40.000.000		IRS
nternal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
IUE-CWA	Henry Reichard	2360 W. Dorothy Lane	Suite 201	Dayton	OH	45439	937-294-7813	040 004 0470	h dansar h @'s#ss's a san	Creditor Committee Member
Jefferies & Company, Inc,	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com thomas.fmaher@chase.com	UCC Professional
	Thomas F. Maher, Richard Duker.								richard.duker@jpmorgan.com	
JPMorgan Chase Bank, N.A.	Gianni Russello	270 Park Avenue		New York	NY	10017	212-270-0426	212-270-0430	gianni.russello@jpmorgan.com	Postpetition Administrative Agent
JPMorgan Chase Bank, N.A.	Vilma Francis	270 Park Avenue		New York	NY	10017	212 270 0420	212-270-5484	vilma.francis@jpmorgan.com	Prepetition Administrative Agent
Kurtzman Carson Consultants	James Le	12910 Culver Blvd.	Suite I	Los Angeles	CA	90066	310-751-1511	310-751-1561	ile@kccllc.com	Noticing and Claims Agent:
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	robert.rosenberg@lw.com	UCC Professional
Mesirow Financial	Melissa Knolls	321 N. Clark St.	13th Floor	Chicago	IL	60601	800-453-0600	312-644-8927	mknoll@mesirowfinancial.com	UCC Professional
										Counsel for Blue Cross and Blue Shield
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022	212-735-8600	212-735-8708	bankruptcy@morrisoncohen.com	of Michigan
Office of New York State	Attorney General Eliot Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075		New York Attorney General's Office
O'Melveny & Meyer LLP	Robert Siegel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-6407	rsiegel@omm.com	Special Labor Counsel
O'Melveny & Meyer LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	tjerman@omm.com	Special Labor Counsel
			0 :: 040						garrick.sandra@pbgc.gov	Counsel for Pension Benefit Guaranty
Pension Benefit Guaranty Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	efile@pbgc.gov	Corporation
D	Delah I. I. and.	4000 K 01 N.W.	0.4.040	Marie de la cataca	DC	20005-4026	202-326-4020	202-326-4112	I I I I I I I I -	Chief Counsel for the Pension Benefit
Pension Benefit Guaranty Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	202-320-4020	202-320-4112	landy.ralph@pbgc.gov	Guaranty Corporation Counsel for Freescale Semiconductor,
										Inc., f/k/a Motorola Semiconductor
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	sriemer@phillipsnizer.com	Systems
Rothchild Inc.	David L. Resnick	1251 Avenue of the Americas		New York	NY	10020	212-403-3500	212-403-5454	david.resnick@us.rothschild.com	Financial Advisor
Securities and Exchange Commission	Reorganization Branch	233 Broadway		New York	NY	10279	212 100 0000	212 100 0101	gavian comot Cach other marcon	Securities and Exchange Commission
<u></u>	3									J
Seyfarth Shaw LLP	Robert W. Dremluk	1270 Avenue of the Americas	Suite 2500	New York	NY	10020-1801	212-218-5500	212-218-5526	rdremluk@seyfarth.com	Counsel for Murata Electroncs North
									dbartner@shearman.com	
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	599 Lexington Avenue		New York	NY	10022	212-8484000	212-848-7179	jfrizzley@shearman.com	Local Counsel to the Debtors
									kziman@stblaw.com	
	Kenneth S. Ziman, Robert H. Trust,								rtrust@stblaw.com	
Simpson Thatcher & Bartlett LLP	William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	wrussell@stblaw.com	Prepetition Administrative Agent
	late Was Builter late K Laura Bar								jbutler@skadden.com	
Observations Armed Observation & Florida I.D.	John Wm. Butler, John K. Lyons, Ron	000 M/ M/I D-	0.4.00	01.1		00000	040 407 0700	040 407 0444	jlyonsch@skadden.com	O
Skadden, Arps, Slate, Meagher & Flom LLP	E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	rmeisler@skadden.com	Counsel to the Debtor
	Karaka A Manefall Thomas I Male	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000	kmarafio@skadden.com tmatz@skadden.com	Counsel to the Debtor
Skadden Arns Slate Meagher & Flor II D		+ mncs square	i .O. DUX 300	INCW TOIR	IN I	10030	212-130-3000	212-133-2000	cp@stevenslee.com	Course to the Deptor
Skadden, Arps, Slate, Meagher & Flom LLP	Kayalyn A. Marafioti, Thomas J. Matz				1	1	1			
	Chester B. Salomon, Constantine D.	485 Madison Avenue	20th Floor	New York	INY	110022	212-310-8500	212-310-8505		
Stevens & Lee, P.C.	Chester B. Salomon, Constantine D. Pourakis	485 Madison Avenue	20th Floor Suite 3335	New York	NY	10022	212-319-8500	212-319-8505	cs@stevenslee.com altogut@teamtogut.com	Conflicts Counsel to the Debtors
Stevens & Lee, P.C. Togut, Segal & Segal LLP	Chester B. Salomon, Constantine D. Pourakis Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	altogut@teamtogut.com	Conflicts Counsel to the Debtors
Stevens & Lee, P.C. Togut, Segal & Segal LLP United States Trustee	Chester B. Salomon, Constantine D. Pourakis Albert Togut Alicia M. Leonard	One Penn Plaza 33 Whitehall Street	Suite 3335 21st Floor	New York New York	NY NY	10119 10004-2112	212-594-5000 212-510-0500	212-967-4258 212-668-2255	altogut@teamtogut.com does not take service via fax	Conflicts Counsel to the Debtors United States Trustee
Stevens & Lee, P.C. Togut, Segal & Segal LLP United States Trustee United States Trustee	Chester B. Salomon, Constantine D. Pourakis Albert Togut Alicia M. Leonard Deirdre A. Martini	One Penn Plaza 33 Whitehall Street 33 Whitehall Street	Suite 3335	New York New York New York	NY NY NY	10119 10004-2112 10004	212-594-5000 212-510-0500 212-510-0500	212-967-4258 212-668-2255 212-668-2256	altogut@teamtogut.com does not take service via fax deirdre.martini@usdoj.gov	Conflicts Counsel to the Debtors United States Trustee United States Trustee
Skadden, Arps, Slate, Meagher & Flom LLP Stevens & Lee, P.C. Togut, Segal & Segal LLP United States Trustee United States Trustee Weil, Gotshal & Manges LLP	Chester B. Salomon, Constantine D. Pourakis Albert Togut Alicia M. Leonard	One Penn Plaza 33 Whitehall Street	Suite 3335 21st Floor	New York New York	NY NY	10119 10004-2112	212-594-5000 212-510-0500	212-967-4258 212-668-2255	altogut@teamtogut.com does not take service via fax	Conflicts Counsel to the Debtors United States Trustee
Stevens & Lee, P.C. Togut, Segal & Segal LLP United States Trustee United States Trustee	Chester B. Salomon, Constantine D. Pourakis Albert Togut Alicia M. Leonard Deirdre A. Martini	One Penn Plaza 33 Whitehall Street 33 Whitehall Street 767 Fifth Avenue	Suite 3335 21st Floor	New York New York New York	NY NY NY	10119 10004-2112 10004	212-594-5000 212-510-0500 212-510-0500	212-967-4258 212-668-2255 212-668-2256	altogut@teamtogut.com does not take service via fax deirdre.martini@usdoj.gov	Conflicts Counsel to the Debtors United States Trustee United States Trustee
Stevens & Lee, P.C. Togut, Segal & Segal LLP United States Trustee United States Trustee Weil, Gotshal & Manges LLP	Chester B. Salomon, Constantine D. Pourakis Albert Togut Alicia M. Leonard Deirdre A. Martini Jeffrey L. Tanenbaum, Esq.	One Penn Plaza 33 Whitehall Street 33 Whitehall Street	Suite 3335 21st Floor	New York New York New York New York	NY NY NY NY	10119 10004-2112 10004 10153	212-594-5000 212-510-0500 212-510-0500 212-310-8000	212-967-4258 212-668-2255 212-668-2256 212-310-8007	altogut@teamtogut.com does not take service via fax deirfre.martini@usdoj.gov jeffrey.tanenbaum@weil.com	Conflicts Counsel to the Debtors United States Trustee United States Trustee Counsel to General Motors Corporation
Stevens & Lee, P.C. Togut, Segal & Segal LLP United States Trustee United States Trustee Weil, Gotshal & Manges LLP	Chester B. Salomon, Constantine D. Pourakis Albert Togut Alicia M. Leonard Deirdre A. Martini Jeffrey L. Tanenbaum, Esq.	One Penn Plaza 33 Whitehall Street 33 Whitehall Street 767 Fifth Avenue	Suite 3335 21st Floor	New York New York New York New York	NY NY NY NY	10119 10004-2112 10004 10153	212-594-5000 212-510-0500 212-510-0500 212-310-8000	212-967-4258 212-668-2255 212-668-2256 212-310-8007	altogut@teamtogut.com does not take service via fax deirfre.martini@usdoj.gov jeffrey.tanenbaum@weil.com	Conflicts Counsel to the Debtors United States Trustee United States Trustee Counsel to General Motors Corporatio

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Delphi Corporation
Master Service List
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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
			1100 North Market							Creditor Committee Member/Indenture
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	Street	Wilmington	DE	19890	302-636-6058			Trustee

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX
The Lee Company	Mike Cosenza	3000 Town Center, Suite 1820	Great Lakes Regional Offici Sc	outhfield,	MI	48075	248-827-0981 ext 12	248-827-2144

EXHIBIT B

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Airgas, Inc.	David Boyle	259 Radnor-Chester Road, Suite 100		Radnor	PA	19087-8675		310-687-1052	david.boyle@airgas.com	Counsel for Airgas, Inc.
Ajamie LLP	Thomas A. Ajamie	711 Louisiana	Suite 2150	Houston	TX	77002	713-860-1600	713-860-1699	tajamie@ajamie.com	Counsel for SANLUIS Rassini International, Inc.; Rassini,
										S.A. de C.V.
Ajamie LLP	Wallace A. Showman	1350 Avenue of the Americas	29th Floor	New York	NY	10019	212-246-6820	212-581-8958	wshowman@ajamie.com	Counsel for SANLUIS Rassini International, Inc.; Rassini,
Angelo, Gordon & Co.	Leigh Walzer	245 Park Avenue	26th Floor	New York	NY	10167	212-692-8251	212-867-6395	lwalzer@angelogordon.com	S.A. de C.V.
Arnall Golden Gregory LLP	Darryl S. Laddin	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031		404-873-8121	dladdin@agg.com	Counsel to Daishinku (America) Corp. d/b/a KDS America
Amail Golden Gregory LLF	Dailyi S. Laudiii	171 17til Street IVV	Suite 2100	Atlanta	GA	30303-1031	404-073-0120	404-073-0121	uladdii 1@ agg.com	("Daishinku"), SBC Telecommunications, Inc. (SBC)
										(, ,
Barack, Ferrazzano, Kirschbaum Perlman, &	Kimberly J. Robinson	333 West Wacker Drive	Suite 2700	Chicago	IL	60606	312-629-5170	312-984-3150	kim.robinson@bfkpn.com	Counsel for Motion Industries, Inc.
Nagelberg LLP										
Barnes & Thornburg LLP	Alan K. Mills	11 S. Meridian Street		Indianapolis	IN	46204	317-236-1313	317-231-7433	alan.mills@btlaw.com	Counsel for Mays Chemical Company
Barnes & Thornburg LLP	John T. Gregg	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503	616-742-3930	626-742-3999	john.gregg@btlaw.com	Counsel to Priority Health
Barnes & Thomburg LLP	Patrick E. Mears	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503	616-742-3936	616-742-3999	pmears@btlaw.com	Counsel to Armada Rubber Manufacturing Company, Bank of America Leasing & Leasing & Capital, LLC, & AutoCam Corporation
Barnes & Thornburg LLP	Michael K. McCrory	11 S. Meridian Street		Indianapolis	IN	46204	317-236-1313	317-231-7433	wendy.brewer@btlaw.com	Counsel for Gibbs Die Casting Corporation
Danies & Monburg EE	Wendy D. Brewer	11 G. Wertdian Greek		ii idiai iapolis		40204	317 230 1313	317 231 7433	michael.mccrory@btlaw.com	Counsel of Cibbs Die Casting Corporation
Bernstein Litowitz Berger & Grossman	Hannah E. Greenwald	1285 Avenue of the Americas		New York	NY	10019	212-554-1411	212-554-1444	hannah@blbglaw.com	Counsel for Teachers Retirement System of Oklahoma;
-										Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Bernstein Litowitz Berger & Grossman	Mark D. Debrowski	1285 Avenue of the Americas		New York	NY	10019	212-554-1492	212-554-1444	markd@blbglaw.com	Counsel for Teachers Retirement System of Oklahoma;
Bonston Etowiz Borgor & Grossman	Walk B. Besiowski	1200 Avenue of the Americas		New York		10013	212 334 1432	212 004 1444	marka@bibgiaw.com	Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Bernstein Litowitz Berger & Grossman	John P. Coffey	1285 Avenue of the Americas		New York	NY	10019	212-554-1409	212-554-1444	sean@blbglaw.com	Counsel for Teachers Retirement System of Oklahoma;
-										Public Employes's Retirement System of Mississippi;
										Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting
										Pensioenfords ABP
Bialson, Bergen & Schwab	Kenneth T. Law, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306	650-857-9500	650-494-2738	klaw@bbslaw.com	Counsel to UPS Supply Chain Solutions, Inc
Bialson, Bergen & Schwab	Lawrence M. Schwab, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306	650-857-9500	650-494-2738	lschwab@bbslaw.com	Counsel to UPS Supply Chain Solutions, Inc.; Solectron Corporation: Solectron De Mexico SA de CV: Solectron
										Invotronics: Coherent, Inc.: Veritas Software Corporation
Bialson, Bergen & Schwab	Patrick M. Costello, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306	650-857-9500	650-494-2738	pcostello@bbslaw.com	Solectron Corporation; Solectron de Mexico SA de CV;
Balcon, Borgon a Connab	r danok ivi. Godiono, 204.	2000 El Gallino Moai	Cuito 000	1 010 7 1110	0,1	0.000	000 007 0000	000 101 2700	pootono o podawioom	Solectron Invotronics and Coherent, Inc.
Bialson, Bergen & Schwab	Thomas M. Gaa	2600 El Camino Real	Suite 300	Palo Alto	CA	94306	650-857-9500	650-494-2738	tgaa@bbslaw.com	Counsel to Veritas Software Corporation
Blank Rome LLP	Bonnie Glantz Fatell	Chase Manhattan Centre	1201 Market Street, Suite	Wilmington	DE	19801	302-425-6423	302-428-5110	fatell@blankrome.com	Counsel for Special Devices, Inc.
			800							
Bose McKinney & Evans LLP	Jeannette Eisan Hinshaw	135 N. Pennslyvania Street	Suite 2700	Indianapolis	IN	46204	317-684-5296	317-684-5173	jhinshaw@boselaw.com	Counsel for Decatur Plastics Products, Inc. and Eikenberry
										Associates, Inc.; Lorentson Manufacturing, Company, Inc.; Lorentson Tooling, Inc.; L & S Tools, Inc.; Hewitt Tool & Die
										Inc
Boult, Cummings, Conners & Berry, PLC	Austin L. McMullen	1600 Division Street, Suite 700	PO Box 34005	Nashville	TN	37203	615-252-2307	615-252-6307	amcmullen@bccb.com	Counsel for Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.
Boult, Cummings, Conners & Berry, PLC	Roger G. Jones	1600 Division Street, Suite 700	PO Box 34005	Nashville	TN	37203	615-252-2307	615-252-6307	rjones@bccb.com	Counsel for Calsonic Kansei North America, Inc.; Calsonic
										Harrison Co., Ltd.
Burr & Forman LLP Cahill Gordon & Reindel LLP	Michael Leo Hall	420 North Twentieth Street 80 Pine Street	Suite 3100	Birmingham	AL NY	35203	205-458-5367	205-244-5651 212-269-5420	mhall@burr.com ionathan.greenberg@engelhard.com	Counsel to Mercedes-Benz U.S. International, Inc
Caniii Gordon & Reindei LLP	Jonathan Greenberg	80 Pine Street		New York	NY	10005	212-701-3000	212-269-5420	jonathan.greenberg@engeinard.com	Counsel to Engelhard Corporation
Cahill Gordon & Reindel LLP	Robert Usadi	80 Pine Street		New York	NY	10005	212-701-3000	212-269-5420	rusadi@cahill.com	Counsel to Engelhard Corporation
Cahill, Gordon & Reindel, LLP	Jonathan Greenberg	Eighty Pine Street		New York	NY	10005-1702	212-701-3700	212-269-5420	ionathan.greenberg@engelhard.com	Counsel for Engelhard Corporation
	g	gy							,	
Carter Ledyard & Milburn LLP	Aaron R. Cahn	2 Wall Street		New York	NY	10005	212-732-3200	212-732-3232	cahn@clm.com	Counsel for STMicroelectronics, Inc.
Cleary Gottlieb Steen & Hamilton LLP	Deborah M. Buell	One Liberty Plaza		New York	NY	10006	212-225-2000	212-225-3999	maofiling@cgsh.com	Counsel for Arneses Electricos Automotrices, S.A.de C.V.;
										Cordaflex, S.A. de C.V.
Cohen, Weiss & Simon LLP	Joseph J. Vitale	330 West 42nd Street		New York	NY	10036	212-356-0238	646-473-8238	jvitale@cwsny.com	Counsel for International Union, United Automobile, Areospace and Agriculture Implement Works of America (UAW)
Cohn Birnbaum & Shea P.C.	Scott D. Rosen, Esq.	100 Pearl Street, 12th Floor		Hartford	CT	06103	860-493-2200	860-727-0361	srosen@cb-shea.com	Counsel to Floyd Manufacturing Co., Inc.
Connolly Bove Lodge & Hutz LLP	Jeffrey C. Wisler, Esq.	1007 N. Orange Street	P.O. Box 2207	Wilmington	DE	19899	302-658-9141	302-658-0380	jwisler@cblh.com	Counsel to ORIX Warren, LLC
Contrarian Capital Management, L.L.C.	Mark Lee, Janice Stanton, Bill Raine	411 West Putnam Avenue	Suite 225	Greenwich	CT	06830	203-862-8200	203-629-1977	mlee@contrariancapital.com	Counsel to Contrarian Capital Management, L.L.C.
									jstanton@contrariancapital.com	
									wraine@contrariancapital.com	
Curtin & Heefner, LLP	Daniel P. Mazo	OFO N. Donnels or :- A	+	Morrisville	PA	19067	215-736-2521	215-736-3647	slax@contrariancapital.com	Coursed for SDS Technologies 11 C. NOS Technol
Curum & Heerner, LLP	Daniel P. Mazo	250 N. Pennslyvania Avenue		IVIOTTISVIIIE	PA	1900/	215-736-2521	215-736-3647	dpm@curtinheefner.com	Counsel for SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop
					1					Nut. Inc.
			+	Morrisville	PA	19067	215-736-2521	215-736-3647	rsz@curtinheefner.com	Counsel for SPS Technologies, LLC; NSS Technologies,
Curtin & Heefner, LLP	Robert Szwaikos	250 N. Pennslyvania Avenue								
Curtin & Heefner, LLP	Robert Szwajkos	250 N. Pennslyvania Avenue		IVIOTTISVIIIE	FA	13007	210 700 2021	213-730-3047	132 @ Culturine emer. Com	Inc.; SPS Technologies Waterford Company; Greer Stop

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Curtis, Mallet-Prevost, Colt & Mosle LLP	Andrew M. Thau	101 Park Avenue		New York	NY	10178-006		917-368-8898	athau@cm-p.com	Counsel for Flextronics International, Inc., Flextronics
										International USA, Inc.; Multek Flexible Circuits, Inc.;
										Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.;
										Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn.
										Bhd
Curtis, Mallet-Prevost, Colt & Mosle LLP	David S. Karp	101 Park Avenue		New York	NY	10178-006	1 212-696-6065	212-697-1559	dkarp@cm-p.com	Counsel for Flextronics International, Inc., Flextronics
										International USA, Inc.; Multek Flexible Circuits, Inc.;
										Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.
0 5 11 11 15 1 10 11 11 11 11 11 11 11 11 11 11 11 1	0	101 B 1 1			ND7	40470 000		040 007 4550		
Curtis, Mallet-Prevost, Colt & Mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-006	1 212-696-6065	212-697-1559	sreisman@cm-p.com	Counsel for Flextronics International, Inc., Flextronics
										International USA, Inc.; Multek Flexible Circuits, Inc.;
										Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.;
										Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Rhd
DaimlerChrysler Corporation	Kim Kolb	CIMS 485-13-32	1000 Chrysler Drive	Auburn Hills	МІ	48326-2766	6 248-576-5741		krk4@daimlerchrysler.com	Counsel for DaimlerChrysler Corporation; DaimlerChrylser
			1000 0111,0101 21110							Motors Company, LLC; DaimlerChrylser Canada, Inc.
										,
Damon & Morey LLP	William F. Savino	1000 Cathedral Place	298 Main Street	Buffalo	NY	14202-4096	6 716-856-5500	716-856-5510	wsavino@damonmorey.com	Counsel for Relco, Inc.; The Durham Companies, Inc.
Denso International America, Inc.	Carol Sowa	24777 Denso Drive		Southfield	MI	48086	248-372-8531	248-350-7772	carol_sowa@denso-diam.com	Counsel to Denso International America, Inc.
DiConza Law, P.C.	Gerard DiConza, Esq.	630 Third Avenue, 7th Floor		New York	NY	10017	212-682-4940	212-682-4942	gdiconza@dlawpc.com	Counsel to Tyz-All Plastics, Inc.
Dinsmore & Shohl LLP	John Persiani	1900 Chemed Center	255 East Fifth Street	Cincinnati	OH	45202	513-977-8200	513-977-8141	john.persiani@dinslaw.com	Counsel for The Procter & Gamble Company
DLA Piper Rudnick Gray Cary US LLP	Richard M. Kremen	The Marbury Building	6225 Smith Avenue	Baltimore	Marylar	21209-3600	410-580-3000	410-580-3001	richard.kremen@dlapiper.com	Counsel for Constellation NewEnergy, Inc. & Constellation
	Maria Ellena Chavez-Ruark				d					NewEnergy - Gas Division, LLC
Drinker Biddle & Reath LLP	Andrew C. Kassner	18th and Cherry Streets		Philadelphia	PA	19103	215-988-2700	215-988-2757	andrew.kassner@dbr.com	Counsel to Penske Truck Leasing Co., L.P.
Drinker Biddle & Reath LLP	David B. Aaronson	18th and Cherry Streets		Philadelphia	PA	19103	215-988-2700	215-988-2757	david.aaronson@dbr.com	Counsel to Penske Truck Leasing Co., L.P. and Quaker
Duane Morris LLP	Margery N. Reed, Esq.	30 South 17th Street		Philadelphia	PA	10102 410	6 215-979-1000	215-979-1020	dmdelphi@duanemorris.com	Chemical Corporation Counsel to ACE American Insurance Company
Duane Morris LLP	Wendy M. Simkulak, Esq.	30 South 17th Street		Philadelphia	PA		6 215-979-1000	215-979-1020	wmsimkulak@duanemorris.com	Counsel to ACE American Insurance Company Counsel to ACE American Insurance Company
Fagel Haber LLC	Gary E. Green	55 East Monroe	40th Floor	Chicago	IL	60603	312-346-7500	312-580-2201	ggreen@fagelhaber.com	Counsel for Aluminum International, Inc.
Fagel Haber LLC	Lauren Newman	55 East Monroe	40th Floor	Chicago	IL.	60603	312-346-7500	312-580-2201	Inewman@fagelhaber.com	Counsel for Aluminum International, Inc.
Fox Rothschild LLP	Fred Stevens	13 East 37th Street	Suite 800	New York	NY	10016	212-682-7575	212-682-4218	fetovone@fovrothechild.com	Counsel to M&Q Plastic Products, Inc.
Fox Rothschild LLP	Michael J. Viscount, Jr.	1301 Atlantic Avenue	Suite 400	Atlantic City	NJ	08401-7212	2 609-348-4515	609-348-6834	myiscount@foxrothschild.com	Counsel to M&Q Plastic Products, Inc.
Gazes LLC	lan J. Gazes	32 Avenue of the Americas	Cuite 400	New York	NY	10013	212-765-9000	212-765-9675	ian@gazesllc.com	Counsel to Setech, Inc.
Gazes LLC	Eric Wainer	32 Avenue of the Americas	Suite 1800	New York	NY	10013	212-765-9000	212-765-9675	office@gazesllc.com	Counsel to Setech, Inc.
Genovese Joblove & Battista, P.A.	Craig P. Rieders, Esq.	100 S.E. 2nd Street	Suite 4400	Miami	FL	33131	305-349-2300	305-349-2310	crieders@gib-law.com	Counsel for Ryder Integrated Logistics, Inc.
Goulston & Storrs, P.C.	Peter D. Bilowz	400 Atlantic Avenue		Boston	MA	02110-333	617-482-1776	617-574-4112	pbilowz@goulstonstorrs.com	Counsel to Thermotech Company
Grant & Eisenhofer P.A.	Geoffrey C. Jarvis	1201 North Market Street	Suite 2100	Wilmington	DE	19801	302-622-7000	302-622-7100	gjarvis@ggelaw.com	Counsel for Teachers Retirement System of Oklahoma;
	*			Ů						Public Employes's Retirement System of Mississippi;
										Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting
										Pensioenfords ABP
Grant & Eisenhofer P.A.	Jay W. Eisenhofer	45 Rockefeller Center	650 Fifth Avenue	New York	NY	10111	212-755-6501	212-755-6503	jeisenhofer@gelaw.com	Counsel for Teachers Retirement System of Oklahoma;
										Public Employes's Retirement System of Mississippi;
										Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting
										Pensioenfords ABP
Grant & Eisenhofer P.A.	Sharan Nirmul	1201 North Market Street	Suite 2100	Wilmington	DE	19801	302-622-7000	302-622-7100	snirmul@gelaw.com	Counsel for Teachers Retirement System of Oklahoma;
										Public Employes's Retirement System of Mississippi;
										Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Graydon Head & Ritchey LLP	J. Michael Debbler, Susan M. Argo	1900 Fifth Third Center	511 Walnut Street	Cincinnati	ОН	45202	513-621-6464	513-651-3836	mdebbeler@graydon.com	Pensioeniords ABP
Greensfelder, Hemker & Gale, P.C.	Cherie Macdonald	10 S. Broadway	Suite 200	St. Louis	MO	63102	314-241-9090	314-241-8624	ckm@greensfelder.com	Counsel for ARC Automotive, Inc.
Greensleider, Herriker & Gale, F.C.	J. Patrick Bradley	10 S. Bloadway	Suite 200	St. Louis	IVIO	03102	314-241-3030	314-241-0024	ipb@greensfelder.com	Courser for AICC Automotive, Inc.
Halperin Battaglia Raicht, LLP	Alan D. Halperin	555 Madison Avenue	9th Floor	New York	NY	10022	212-765-9100	212-765-0964	cbattaglia@halperinlaw.net	Counsel to Pacific Gas Turbine Center, LLC and Chromalloy
	Christopher J.Battaglia				1				ahalperin@halperinlaw.net	Gas Turbine Corporation
Hewlett-Packard Company	Anne Marie Kennelly	3000 Hanover St., M/S 1050		Palo Alto	CA	94304	650-857-6902	650-852-8617	anne.kennelly@hp.com	Counsel to Hewlett-Packard Company
Hewlett-Packard Company	Glen Dumont	420 Mountain Avenue		Murray Hill	NJ	07974	908-898-4750	908-898-4137	glen.dumont@hp.com	Counsel for Hewlett-Packard Financial Services Company
Hewlett-Packard Company	Kenneth F. Higman	2125 E. Katella Avenue	Suite 400	Anaheim	CA	92806	714-940-7120	740-940-7539	ken.higman@hp.com	Counsel to Hewlett-Packard Company
Hewlett-Packard Company	Sharon Petrosino	420 Mountain Avenue		Murray Hill	NJ	07974	908-898-4760	908-898-4133	sharon.petrosino@hp.com	Counsel for Hewlett-Packard Financial Services Company
Hodgson Russ LLP	Cheryl R. Storie	One M&T Plaza	Suite 2000	Buffalo	NY	14203	716-848-1275	716-849-0349	cstorie@hodgsonruss.com	Counsel for Hexcel Corporation
Hodgson Russ LLP	Stephen H. Gross, Esq.	Carnegie Hall Tower	152 West 57th Street, 35th	New York	NY	10019	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation
Holland & Knight LLP	Peter A. Zisser	195 Broadway	Street	New York	NY	10007	212-513-3200	212-385-9010	nyc-bkcyecf@hklaw.com	Counsel for New York Power Authority
Holme Roberts & Owen, LLP	Elizabeth K. Flaagan	1700 Lincoln	Suite 4100	Denver	CO	80203	303-861-7000	303-866-0200	elizabeth flaagan@hro.com	Counsel for CoorsTek, Inc.; Corus, L.P.
Honigman, Miller, Schwartz and Cohn, LLP	Robert B. Weiss, Frank L. Gorman	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583		313-465-8000	rweiss@honigman.com	Counsel for General Motors Corporation
		g							fgorman@honigman.com	
Hunter & Schank Co. LPA	John J. Hunter	One Canton Square	1700 Canton Avenue	Toledo	ОН	43624	419-255-4300	419-255-9121	irhunter@hunterschank.com	Counsel for ZF Group North America Operations, Inc.
Hunter & Schank Co. LPA	Thomas J. Schank	One Canton Square	1700 Canton Avenue	Toledo	ОН	43624	419-255-4300	419-255-9121	tomschank@hunterschank.com	Counsel for ZF Group North America Operations, Inc.
Infineon Technologies North America	Greg Bibbes	1730 North First Street	M/S 11305	San Jose	CA	95112	408-501-6442	408-501-2488	greg.bibbes@infineon.com	General Counsel & Vice President for Infineon Technologies
Corporation							· -			North America Corporation
Katten Muchin Rosenman LLP	John P. Sieger, Esq.	525 West Monroe Street		Chicago	IL	60661	312-902-5200	312-577-4733	john.sieger@kattenlaw.com	Counsel to TDK Corporation America and MEMC Electronic
						<u> </u>	1			Materials, Inc.
Kelley Drye & Warren, LLP	Mark I. Bane	101 Park Avenue		New York	NY	10178	212-808-7800	212-808-7897	mbane@kelleydrye.com	Counsel for the Pension Benefit Guaranty Corporation
Kellev Drye & Warren, LLP	Mark, R. Somerstein	101 Park Avenue		New York	NY	10178	212-808-7800	212-808-7897	msomerstein@kellevdrve.com	Counsel for the Pension Benefit Guaranty Corporation

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE		PHONE	FAX	EMAIL	PARTY / FUNCTION
Kennedy, Jennick & Murray	Thomas Kennedy	113 University Place	7th Floor	New York	NY	10003	212-358-1500	212-358-0207	tkennedy@kjmlabor.com	Counsel for The International Union of Electronic, Salaried,
		•								Machine and Furniture Workers - Communications Workers
										of America
Kieselstein Lawfirm PLLC	Steve Kieselstein	43 British American Boulevard		Latham	NY	12110	518-785-7800	518-785-7851	sk@kieselaw.com	Counsel to NEC Electronics America, Inc.
Kirkland & Ellis LLP	Geoffrey A. Richards	200 East Randolph Drive		Chicago	IL	60601	312-861-2000	312-861-2200	grichards@kirkland.com	Counsel for Lunt Mannufacturing Company
Kirkpatrick & Lockhart Nicholson Graham LLI	P Edward M. Fox	599 Lexington Avenue		New York	NY	10022	212-536-4812	212-536-3901	efox@klng.com	Counsel to Wilmington Trust Company, as Indenture trustee
Krugliak, Wilkins, Griffiths & Dougherty CO.,	Sam O. Simmerman	4775 Munson Street N.W.	P.O. Box 36963	Canton	OH	44735-6963	330-497-0700	330-497-4020	sosimmerman@kwgd.com	Counsel to for Millwood, Inc.
L.P.A.										
Lambert. Leser, Isackson, Cook & Guinta,	Susan M. Cook	309 Davidson Building	PO Box 835	Bay City	MI	48707-0835	989-893-3518		smcook@lambertleser.com	Counsel for Linamar Corporation
P.C.										
Latham & Watkins	Erika Ruiz	885 Third Avenue		New York	NY	10022	212-906-1200	212-751-4864	erika.ruiz@lw.com	UCC Professional
Latham & Watkins	Henry P. Baer, Jr.	885 Third Avenue		New York	NY	10022	212-906-1200	212-751-4864	henry.baer@lw.com	UCC Professional
Latham & Watkins	John W. Weiss	885 Third Avenue		New York	NY	10022	212-906-1200	212-751-4864	john.weiss@lw.com	UCC Professional
Latham & Watkins	Michael J. Riela	885 Third Avenue		New York	NY	10022	212-906-1200	212-751-4864	michael.riela@lw.com	UCC Professional
Latham & Watkins	Mitchell A. Seider	885 Third Avenue		New York	NY	10022	212-906-1200	212-751-4864	mitchell.seider@lw.com	UCC Professional
Lewis and Roca LLP	Rob Charles, Esq.	One South Church Street	Suite 700	Tucson	AZ	85701	520-629-4427	520-879-4705	rcharles@Irlaw.com	Counsel to Freescale Semiconductor, Inc. f/k/a Motorola
										Semiconductor Systems (U.S.A.) Inc.
Lewis and Roca LLP	Susan M. Freeman, Esq.	40 North Central Avenue	Suite 1900	Phoenix	AZ	85004-4429	0 602-262-5756	602-734-3824	sfreeman@Irlaw.com	Counsel to Freescale Semiconductor, Inc. f/k/a Motorola
	,				· –					Semiconductor Systems (U.S.A.) Inc.
Linear Technology Corporation	John England, Esq.	1630 McCarthy Blvd.		Milpitas	CA	95035-7417	7 408-432-1900	408-434-0507	jengland@linear.com	Counsel to Linear Technology Corporation
Linebarger Goggan Blair & Sampson, LLP	Diane W. Sanders	1949 South IH 35 (78741)	P.O. Box 17428	Austin	TX		3 512-447-6675	512-443-5114	austin.bankruptcv@publicans.com	Counsel to Cameron County, Brownsville ISD
Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	2323 Bryan Street	Suite 1600	Dallas	TX	75201	214-880-0089	469-221-5002	dallas.bankruptcy@publicans.com	Counsel for Dallas County and Tarrant County
Loeb & Loeb LLP	William M. Hawkins	345 Park Avenue	Suite 1000	New York	NY	10154	212-407-4000	212-407-4990	whawkins@loeb.com	Counsel for Industrial Ceramics Corporation
			18th Floor		NY				WHICH HAND STOOD TOOL	
Lowenstein Sandler PC	Ira M. Levee	1251 Avenue of the Americas	18th Floor	New York	INT	10020	212-262-6700	212-262-7402	ilevee@lowenstein.com	Counsel for Teachers Retirement System of Oklahoma;
										Public Employes's Retirement System of Mississippi;
										Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting
										Pensioenfords ABP
Lowenstein Sandler PC	Ira M. Levee	65 Livingston Avenue		Roseland	NJ	07068	973-597-2500	973-597-2481	ilevee@lowenstein.com	Counsel for Teachers Retirement System of Oklahoma;
										Public Employes's Retirement System of Mississippi;
										Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting
										Pensioenfords ABP
Lowenstein Sandler PC	Kenneth A. Rosen	65 Livingston Avenue		Roseland	NJ	07068	973-597-2500	973-597-2400	krosen@lowenstein.com	Counsel for Cerberus Capital Management, L.P.
Lowenstein Sandler PC	Michael S. Etikin	1251 Avenue of the Americas	18th Floor	New York	NY	10020	212-262-6700	212-262-7402	metkin@lowenstein.com	Counsel for Teachers Retirement System of Oklahoma;
			1300		1					Public Employes's Retirement System of Mississippi;
										Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting
										Pensioenfords ABP
Lowenstein Sandler PC	Michael S. Etikin	65 Livingston Avenue		Roseland	NJ	07068	973-597-2500	973-597-2481	metkin@lowenstein.com	Counsel for Teachers Retirement System of Oklahoma;
Loweristein Sandier PC	Michael S. Elikin	65 Livingston Avenue		Roselariu	INJ	07000	973-397-2300	973-397-2401	metkin@ioweristein.com	Public Employes's Retirement System of Mississippi;
										Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting
										Pensioenfords ABP
Lowenstein Sandler PC	Scott Cargill	65 Livingston Avenue		Roseland	NJ	07068	973-597-2500	973-597-2400	scargill@lowenstein.com	Counsel for Cerberus Capital Management, L.P.; AT&T
										Corporation
Lowenstein Sandler PC	Vincent A. D'Agostino	65 Livingston Avenue		Roseland	NJ	07068	973-597-2500	973-597-2400	vdagostino@lowenstein.com	Counsel for AT&T Corporation
Margulies & Levinson, LLP	Jeffrey M. Levinson, Esq.	30100 Chagrin Boulevard	Suite 250	Pepper Pike	OH	44124	216-514-4935	216-514-4936	jml@ml-legal.com	Counsel for Venture Plastics
	Leah M. Caplan, Esq.								lmc@ml-legal.com	
McDermott Will & Emery LLP	James M. Sullivan	50 Rockefeller Plaza		New York	NY	10020	212-547-5400	212-547-5444	jmsullivan@mwe.com	Counsel to Linear Technology Corporation, National
•										Semiconductor Corporation
McDermott Will & Emery LLP	Stephen B. Selbst	50 Rockefeller Plaza		New York	NY	10020	212-547-5400	212-547-5444	sselbst@mwe.com	Counsel for National Semiconductor Corporation
McDonald Hopkins Co., LPA	Jean R. Robertson, Esq.	600 Superior Avenue, East	Suite 2100	Cleveland	OH	44114	216-348-5400	216-348-5474	jrobertson@mcdonaldhopkins.com	Counsel to Brush Engineered materials
McDonald Hopkins Co., LPA	Scott N. Opincar, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	ОН	44114	216-348-5400	216-348-5474	sopincar@mcdonaldhopkins.com	Counsel to Republic Engineered Products, Inc.
McDonald Hopkins Co., LPA	Shawn M. Riley, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	ОН	44114	216-348-5400	216-348-5474	sriley@mcdonaldhopkins.com	Counsel to Republic Engineered Products, Inc.
McElroy, Deutsch, Mulvaney & Carpenter,	Jeffrey Bernstein, Esq.	Three Gateway Center	100 Mulberry Street	Newark	NJ		973-622-7711	973-622-5314	ibernstein@mdmc-law.com	Counsel to New Jersey Self-Insurers Guaranty Association
IIP	John Domotom, 204.	THOS Salonay Solitor	Too Malborry Guroot	110man		0.102 1070	010 022 1111	0.0 022 0011	DOTTICION STITUTION LAW SOUTH	Council to Non Sciency Con Industric Cuaranty / Coociation
McGuirewoods LLP	John H. Maddock	One James Center	901 East Cary Street	Richmond	VA	23210-4030	804-775-1178	804-698-2186	jmaddock@mcguirewoods.com	Counsel for Siemens Logistics Assembly Systems, Inc.
Meyer, Suozzi, English & Klein, P.C.	Hanan Kolko	1350 Broadway	Suite 501	New York	NY	10018	212-239-4999	212-239-1311	hkolko@msek.com	Counsel for The International Union of Electronic, Salaried,
ivieyer, 3d022i, Erigiisii & Rieiri, F.C.	Hariari Noiko	1330 Bloadway	Suite 301	INEW TOIK	IN I	10010	212-235-4333	212-235-1311	TIKOIKO @TIISEK.COITI	Machine and Furniture Workers - Communications Workers
		1050 D	0 : 504		N 13 /	40040	040 000 4000	040 000 4044		of America
Meyer, Suozzi, English & Klein, P.C.	Lowell Peterson, Esq.	1350 Broadway	Suite 501	New York	NY	10018	212-239-4999	212-239-1311	lpeterson@msek.com	Counsel to United Steel, Paper and Forestry, Rubber,
										Manufacturing, Energy, Allied Industrial and Service
						1				Workers, International Union (USW), AFL-CIO
Miller Johnson	Thomas P. Sarb	250 Monroe Avenue, N.W.	Suite 800, PO Box 306	Grand Rapids	MI	49501-0306	616-831-1748	616-988-1748	sarbt@millerjohnson.com	Counsel to Pridgeon & Clay, Inc.
	Robert D. Wolford						616-831-1726	616-988-1726	wolfordr@millerjohnson.com	
Molex Connector Corp	Jeff Ott	2222 Wellington Ct.		Lisle	IL	60532	630-527-4254	630-512-8610	Jeff.Ott@molex.com	Counsel for Molex Connector Corp
Morgan, Lewis & Bockius LLP	Richard W. Esterkin, Esq.	300 South Grand Avenue		Los Angeles	CA	90017	213-612-1163	213-612-2501	resterkin@morganlewis.com	Counsel to Sumitomo Corporation
Morgan, Lewis & Bockius LLP	William C. Heuer, Esq.	101 Park Avenue		New York	NY	10178-0060	212-309-6000	212-309-6001	wheuer@morganlewis.com	Counsel to Sumitomo Corporation
Munsch Hardt Kopf & Harr, P.C.	Joseph J. Wielebinski, Esq. and Davor	4000 Fountain Place	1445 Ross Avenue	Dallas	RX	75202-2790	214-855-7561	214-855-7584	jwielebinski@munsch.com	Counsel for Texas Instruments Incorporated
	Rukavina, Esq.	1					214-855-7587		drukavina@munsch.com	· ·
National City Commercial Capital	Lisa M. Moore	995 Dalton Avenue		Cincinnati	ОН	45203	513-455-2390	866-298-4481	lisa.moore2@nationalcity.com	Vice President and Senior Counsel for National City
					1	1	2000			Commercial Capital
Nelson Mullins Riley & Scarborough	George B. Cauthen	1320 Main Street, 17th Floor	PO Box 11070	Columbia	SC	29201	803-7255-9425	803-256-7500	george.cauthen@nelsonmullins.com	Counsel for Datwyler Rubber & Plastics, Inc.
	Coorgo D. Oddinon	1.020	. 5 500 11070	Solution	30	20201	555 7255 5425	555 255 7550	goorgo.cadinori@nelsonindillis.com	Sounder to Salwyler readed at Flading, Inc.
Nix. Patterson & Roach, L.L.P.	Bradley E. Beckworth	205 Linda Drive		Daingerfield	TX	75638	903-645-7333	903-645-4415	bbeckworth@nixlawfirm.com	Counsel for Teachers Retirement System of Oklahoma;
INIA, F AUCISUII & RUBUII, L.L.F.	Diadley E. Deckworth	200 Linua Diive		Dalingement	1.^	1 3030	503-043-7333	303-043-4415	DDECKWOTH WHIXIAWIIIII.COM	Public Employes's Retirement System of Mississippi;
	1	1				1	1			Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Nix, Patterson & Roach, L.L.P.	Jeffrey J. Angelovich	205 Linda Drive		Daingerfield	TX	75638	903-645-7333	903-645-4415	jangelovich@nixlawfirm.com	Counsel for Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting
										Pensioenfords ABP
Norris, McLaughlin & Marcus	Elizabeth L. Abdelmasieh, Esq	721 Route 202-206	P.O. Box 1018	Somerville	NJ NY	08876	908-722-0700	908-722-0755	eabdelmasieh@nmmlaw.com	Counsel to America Provident Lines Ltd. And ARL Co. Pto.
Orrick, Herrington & Sutcliffe LLP Orrick, Herrington & Sutcliffe LLP	Alyssa Englund, Esq. Frederick D. Holden, Jr., Esq.	666 Fifth Avenue 405 Howard Street		New York San Francisco	CA	10103 94105	212-506-5187 415-773-5700	212-506-5151 415-773-5759	aenglund@orrick.com fholden@orrick.com	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd. Counsel to America President Lines, Ltd. And APL Co. Pte
,g										Ltd.
Pension Benefit Guaranty Corporation	Ralph L. Landy	1200 K. Street, N.W.		Washington	DC		202-326-4020	202-326-4112	landy.ralph@pbgc.gov	Counsel to Pension Benefit Guaranty Corporation
Pepe & Hazard LLP	Charles J. Filardi, Jr., Esq.	30 Jelliff Lane		Southport	СТ	06890	203-319-4042	203-319-4034	cfilardi@pepehazard.com	Counsel to FedEx Trade Networks Transport & Brokerage, Inc.
Pepper, Hamilton LLP	Anne Marie Aaronson	3000 Two logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799	215-981-4000	215-981-4750	aaronsona@pepperlaw.com	Counsel for Capro, Ltd, Teleflex Automotive Manufacturing Corporation and Teleflex Incorporated d/b/a Teleflex Morse (Capro)
Pepper, Hamilton LLP	Francis J. Lawall	3000 Two logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799	215-981-4000	215-981-4750	lawallf@pepperlaw.com	Counsel for Capro, Ltd, Teleflex Automotive Manufacturing Corporation and Teleflex Incorporated d/b/a Teleflex Morse (Capro)
Phillips Nizer LLP	Sandra A. Riemer, Esq.	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	sriemer@phillipsnizer.com	Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.) Inc.
Porzio, Bromberg & Newman, P.C.	Brett S. Moore, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960	973-538-4006	973-538-5146	bsmoore@pbnlaw.com	
Porzio, Bromberg & Newman, P.C.	John S. Mairo, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960	973-538-4006	973-538-5146	jsmairo@pbnlaw.com	Counsel to Neuman Aluminum Automotive, Inc. and Neuman Aluminum Impact Extrusion, Inc.
Pryor & Mandelup, LLP	A. Scott Mandelup, Kenneth A. Reynolds	675 Old Country Road		Westbury	NY	11590	516-997-0999	516-333-7333	asm@pryormandelup.com kar@pryormandelup.com	Counsel for National Molding Corporation; Security Plastics Division/NMC LLC
Quadrangle Debt Recovery Advisors LLC	Andrew Herenstein	375 Park Avenue, 14th Floor		New York	NY	10152	212-418-1742	866-741-2505	andrew.herenstein@quadranglegroup.	
Quadrangle Group LLC	Patrick Bartels	375 Park Avenue, 14th Floor		New York	NY	10152	212-418-1748	866-552-2052	patrick.bartels@quadranglegroup.com	Counsel to Quadrangle Group LLC
Quarles & Brady Streich Lang LLP	John A. Harris	Renaissance One	Two North Central Avenue	Phoenix	AZ	85004-2391	602-229-5200	602-229-5690	jharris@quarles.com	Counsel for Semiconductor Components Industries, Inc.
Quarles & Brady Streich Lang LLP	Scott R. Goldberg	Renaissance One	Two North Central Avenue	Phoenix	AZ	85004-2391	602-229-5200	602-229-5690	sgoldber@quarles.com	Counsel for Semiconductor Components Industries, Inc.
Republic Engineered Products, Inc.	Joseph Lapinsky	3770 Embassy Parkway		Akron	ОН	44333	330-670-3004	330-670-3020	jlapinsky@republicengineered.com	Counsel to Republic Engineered Products, Inc.
Riddell Williams P.S.	Joseph E. Shickich, Jr.	1001 4th Ave.	Suite 4500	Seattle	WA	98154-1195	206-624-3600	206-389-1708	jshickich@riddellwilliams.com	Counsel for Microsoft Corporation; Microsoft Licensing, GP
Russell Reynolds Associates, Inc.		26 Broadway, 17th Floor		New York	NY	10004	212-825-9457	212-825-9414	rtrack@msn.com	Counsel to Russell Reynolds Associates, Inc.
Sachnoff & Weaver, Ltd	Charles S. Schulman, Arlene N. Gelman	10 South Wacker Drive	40th Floor	Chicago	IL	60606	312-207-1000	312-207-6400	cschulman@sachnoff.com agelman@sachnoff.com	Counsel for Infineon Technologies North America Corporation
Schiffrin & Barroway, LLP	Michael Yarnoff	280 King of Prussia Road		Radnor	PA	19087	610-667-7056	610-667-7706	myamoff@sbclasslaw.com	Counsel for Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Seyfarth Shaw LLP	Paul M. Baisier, Esq.	1545 Peachtree Street, N.E.	Suite 700	Atlanta	GA	30309-2401	404-885-1500	404-892-7056	pbaisier@seyfarth.com	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Seyfarth Shaw LLP	Robert W. Dremluk, Esq.	1270 Avenue of the Americas	Suite 2500	New York	NY	10020-1801	212-218-5500	212-218-5526	rdremluk@seyfarth.com	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Shipman & Goodwin LLP	Jennifer L. Adamy	One Constitution Plaza		Hartford	СТ	06103-1919	860-251-5811	860-251-5218	bankruptcy@goodwin.com	Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,
Sills, Cummis Epstein & Gross, P.C.	Andrew H. Sherman	30 Rockefeller Plaza		New York	NY	10112	212-643-7000	212-643-6500	asherman@sillscummis.com	Counsel for Hewlett-Packard Financial Services Company
Sills, Cummis Epstein & Gross, P.C.	Jack M. Zackin	30 Rockefeller Plaza		New York	NY	10112	212-643-7000	212-643-6500	izackin@sillcummis.com	Counsel for Hewlett-Packard Financial Services Company
Simpson Thacher & Bartlett LLP	Kenneth S. Ziman, Esq.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	cfox@stblaw.com	Counsel to JPMorgan Chase Bank, N.A.
Simpson Thacher & Bartlett LLP	William T. Russell, Jr., Esq.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	cfox@stblaw.com	Counsel to JPMorgan Chase Bank, N.A.
Smith, Katzenstein & Furlow LLP	Kathleen M. Miller	800 Delaware Avenue, 7th Floor	P.O. Box 410	Wilmington	DE	19899	302-652-8400	302-652-8405	kmiller@skfdelaware.com	Counsel for Airgas, Inc.
Sony Electronics Inc.	Lloyd B. Sarakin - Chief Counsel, Finance and Credit	1 Sony Drive	MD #1 E-4	Park Ridge	NJ	07656	201-930-7483		lloyd.sarakin@am.sony.com	Counsel to Sony Electronics, Inc.
Sotiroff & Abramczyk, P.C.	Robert M. Goldi	30400 Telegraph Road	Suite 444	Bingham Farms	MI	48025	248-642-6000	248-642-9001	rgoldi@sotablaw.com	Counsel for Michigan Heritage Bank; MHB Leasing, Inc.
Spector & Ehrenworth, P.C.	Brian D. Spector, Esq.	30 Columbia Turnpike		Florham Park	NJ	07102	973-593-4800	973-593-4848	bspector@selawfirm.com	Counsel to Hitachi Automotive Products (USA), Inc.
Stinson Morrison Hecker LLP	Mark A. Shaiken	1201 Walnut Street		Kansas City	МО	64106	816-842-8600	816-691-3495	mshaiken@stinsonmoheck.com	Counsel to Thyssenkrupp Waupaca, Inc. and Thyssenkrupp Stahl Company
Stites & Harbison PLLC	Robert C. Goodrich, Jr.	424 Church Street	Suite 1800	Nashville	TN	37219	615-244-5200	615-782-2371	madison.cashman@stites.com	Counsel to Setech, Inc.
Stites & Harbison PLLC	Madison L.Cashman	424 Church Street	Suite 1800	Nashville	TN	37219	615-244-5200	615-782-2371	robert.goodrich@stites.com	Counsel to Setech, Inc.
Stites & Harbison, PLLC	W. Robinson Beard, Esq.	400 West Market Street		Louisville	KY	40202	502-681-0448	502-779-8274	wbeard@stites.com	Counsel to WAKO Electronics (USA), Inc. and Ambrake Corporation
Swidler Berlin LLP	Jonathan P. Guy	The Washington Harbour	3000 K Street, N.W. Suite 300	Ü	DC	20007	202-424-7500	202-424-7645	jpguy@swidlaw.com	Counsel for Westwood Associates, Inc.; Sanders Lead Co.
Swidler Berlin LLP	Matthew W. Cheney	The Washington Harbour	3000 K Street, N.W. Suite 300		DC	20007	202-424-7500	202-424-7645	mwcheney@swidlaw.com	Counsel for Westwood Associates, Inc.; Sanders Lead Co.
Swidler Berlin LLP	Roger Frankel	The Washington Harbour	3000 K Street, N.W. Suite 300	_	DC	20007	202-424-7500	202-424-7645	rfrankel@swidlaw.com	Counsel for Sanders Lead Co.
Swidler Berlin LLP	Robert N. Steinwurtzel	The Washington Harbour	3000 K Street, N.W. Suite 300	Ü	DC	20007	202-424-7500	202-424-7645	msteinwurtzel@swidlaw.com	Counsel for Sanders Lead Co.
Taft, Stettinius & Hollister LLP	Richard L .Ferrell	425 Walnut Street	Suite 1800	Cincinnati	OH	45202-3057	513-381-2838	1	ferrell@taftlaw.com	Counsel for Wren Industries, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Thompson & Knight	Rhett G. Cambell	333 Clay Street	Suite 3300	Houston	TX	77002	713-654-1871	713-654-1871	rhett.campbell@tklaw.com	Counsel for STMicroelectronics, Inc.
Thompson & Knight LLP	John S. Brannon	1700 Pacific Avenue	Suite 300	Dallas	TX	75201	214-969-1505	214-969-1609	john.brannon@tklaw.com	Counsel for Victory Packaging
Todd & Levi, LLP	Jill Levi, Esq.	444 Madison Avenue	Suite 1202	New York	NY	10022	212-308-7400		jlevi@toddlevi.com	Counsel to Bank of Lincolnwood
Togut, Segal & Segal LLP	Albert Togut, Esq.	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	bmcdonough@teamtogut.com	Conflicts counsel to Debtors
United Steel, Paper and Forestry, Rubber,	David Jury, Esq.	Five Gateway Center	Suite 807	Pittsburgh	PA	15222	412-562-2549	412-562-2429	djury@steelworkers-usw.org	Counsel to United Steel, Paper and Forestry, Rubber,
Manufacturing, Energy, Allied Industrial and										Manufacturing, Energy, Allied Industrial and Service
Service Workers, International Union (USW),										Workers, International Union (USW), AFL-CIO
AFL-CIO										
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	ОН	43216-1008	614-464-6422	614-719-8676	rjsidman@vssp.com	
Waller Lansden Dortch & Davis, PLLC	David E. Lemke, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219	615-244-6380	615-244-6804	david.lemke@wallerlaw.com	Counsel to Nissan North America, Inc.
Waller Lansden Dortch & Davis, PLLC	Robert J. Welhoelter, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219	615-244-6380	615-244-6804	robert.welhoelter@wallerlaw.com	Counsel to Nissan North America, Inc.
Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503	616-752-2185	616-222-2185	gtoering@wnj.com	Counsel for Robert Bosch Corporation
Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075	248-784-5131	248-603-9631	mcruse@wnj.com	Counsel to Compuware Corporation
Zeichner Ellman & Krause LLP	Peter Janovsky	575 Lexington Avenue		New York	NY	10022	212-223-0400	212-753-0396	pjanovsky@zeklaw.com	Counsel for Toyota Tsusho America, Inc.
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022	212-223-0400	212-753-0396	skrause@zeklaw.com	Counsel for Toyota Tsusho America, Inc.

EXHIBIT C

05-44481-rdd Doc 732 Filed 10/27/05 Entered 10/27/05 13:17:28 Main Document Pg 13 of 21 Delphi Corporation 2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	PARTY / FUNCTION
Arnall Golden Gregory LLP	Heath J. Vicente	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031	COUNTRY	404-873-8673	404-873-8121	Counsel to Daishinku (America) Corp. d/b/a KDS America ("Daishinku"), SBC Telecommunications, Inc. (SBC)
										("Daisninku"), SBC Telecommunications, Inc. (SBC)
Barack, Ferrazzano, Kirschbaum Perlman, &	William J. Barrett	333 West Wacker Drive	Suite 2700	Chicago	IL	60606		312-629-5170	312-984-3150	Counsel for Motion Industries, Inc.
Nagelberg LLP	Villian C. Barrott	COO TTOOL THACKER EITTO	Out 27 00	Criicago		00000		012 020 0110	012 001 0100	Council in motion industries, inc.
Bodman LLP	Ralph E. McDowell	100 Renaissance Center	34th Floor	Detroit	MI	48243		313-393-7592	313-393-7579	Counsel for Freudenberg-NOK; General Partnership; Freudenberg-NOK, Inc.; Flextech, Inc.; Vibracoustic de Mexico, S.A. de C.V.
Contrarian Capital Management, L.L.C.	Seth Lax	411 West Putnam Avenue	Suite 225	Greenwich	СТ	06830		203-862-8200	203-629-1977	Counsel to Contrarian Capital Management, L.L.C.
Daniels & Kaplan, P.C.	Jay Selanders	2405 Grand Boulevard	Suite 900	Kansas City	MO	64108-2519		816-221-3000	816-221-3006	Counsel for DaimlerChrysler Corporation; DaimlerChrylse
										Motors Company, LLC; DaimlerChrylser Canada, Inc.
HAL/ERC-Legal	Tillie Lim, Esq.	50 Prospect Avenue		Tarrytown	NY	10591				Counsel to Hitachi Automotive Products (USA), Inc.
Infineon Technologies North America Corporation	Jeff Gillespie	2529 Commerce Drive	Suite H	Kokomo	IN	46902		765-454-2146	765-456-3836	Global Account Manager for Infineon Technologies North America
Latham & Watkins	Mark A. Brouder	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	UCC Professional
Lord, Bissel & Brook	Timothy S. McFadden	115 South LaSalle Street		Chicago	IL	60603		312-443-0700	312-443-0336	Counsel for Methode Electronics, Inc.
Lord, Bissel & Brook	Timothy W. Brink	115 South LaSalle Street		Chicago	IL	60603		312-443-0700	312-443-0336	Counsel for Sedgwick Claims Management Services, Inc.
Lord, Bissel & Brook LLP	Kevin J. Walsh	885 Third Avenue	26th Floor	New York	NY	10022-4802		212-947-4700	212-947-1202	Counsel to Sedgwick Claims Management Services, Inc.
	Rocco N. Covino							212-812-8340		and Methode Electronics, Inc.
McCarter & English, LLP	David J. Adler, Jr. Esq.	245 Park Avenue, 27th Floor		New York	NY	10167		212-609-6800	212-609-6921	Counsel to Ward Products, LLC
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Dennis J. Raternink	PO Box 30736		Lansing	MI	48909-7717		517-373-1820	517-373-2129	Counself for Worker's Compensation Agency
Miller, Canfield, Paddock and Stone, P.L.C.	Timothy A. Fusco	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8435	313-496-7500	Counsel for Niles USA Inc.; Techcentral, LLC; The Bartec Group, Inc.; Fischer Automotive Systems
Morrison Cohen LLP	Joseph T. Moldovan Michael R. Dal Lago	909 Third Avenue		New York	NY	10022		212-735-8600		Counsel to Blue Cross and Blue Shield of Michigan
Munsch Hardt Kopf & Harr, P.C.	Raymond J. Urbanik, Esq.	4000 Fountain Place	1445 Ross Avenue	Dallas	TX	75202-2790		214-855-7500	214-855-7584	Counsel for Texas Instruments Incorporated
Nix, Patterson & Roach, L.L.P.	Susan Whatley	205 Linda Drive		Daingerfield	TX	75638		903-645-7333	903-645-4415	Counsel for Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
QAD, Inc.	Jason Pickering, Esq.	10,000 Midlantic Drive		Mt. Laurel	NJ	08054				Counsel to QAD, Inc.
Schiffrin & Barroway, LLP	Sean M. Handler	280 King of Prussia Road		Radnor	PA	19087		610-667-7056	610-667-7706	Counsel for Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Steel Technologies, Inc.	John M. Baumann	15415 Shelbyville Road		Louisville	KY	40245		502-245-2110		Counsel for Steel Technologies, Inc.
Stein, Rudser, Cohen & Magid LLP	Robert F. Kidd	825 Washington Street	Suite 200	Oakland	CA	94607		510-987-8300	510-987-8333	Counsel for Excel Global Logistics, Inc.
Stevens & Lee, P.C.	Chester B. Salomon, Esq. Constantine D. Pourakis, Esq.	485 Madison Avenue	20th Floor	New York	NY	10022		212-319-8500	212-319-8505	Counsel to Warnco, Inc., Tonolli Canada Ltd.; VJ Technologies, Inc. and V.J. ElectroniX, Inc.
Swidler Berlin LLP	Richard H. Wyron	The Washington Harbour	3000 K Street, N.W. Suite	Washington	DC	20007		202-424-7500	202-424-7645	Counsel for Westwood Associates, Inc.
Wilmington Trust Company	Steven M. Cimalore, Vice President	Rodnev Square North	1100 North Market Street	Wilmington	DE	19890		302-636-6058	1	Vice President, Wilmington Trust Co.

EXHIBIT D

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re :

: Chapter 11 DELPHI CORPORATION, et al., :

: Case No. 05 – 44481 (RDD)

Debtors. :

(Jointly Administered)

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ORDER TO SHOW CAUSE

Upon the motion, dated October 8, 2005 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under sections 105, 363, 1107, and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), and Fed. R. Bankr. P. 6004 and 9019 authorizing the continuation of the Debtors' prepetition vendor rescue program and the payment of prepetition claims of financially-distressed sole source suppliers and vendors without enforceable contracts; and upon the order of this Court, entered October 13, 2005 (the "October 13th Order"), granting the relief requested in the Motion; and upon the Debtors' notice of waiver, dated October 26, 2005, with respect to The Lee Company ("Supplier"); and it appearing that proper and adequate notice of the Debtors' request for entry of this Order to Show Cause (the "Show Cause Order") has been given

Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Motion.

and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

- 1. The Debtors have complied with the procedures provided in paragraph 8 of the October 13 Order in determining to waive the conditions for payment of a prepetition claim under the Essential Supplier Claims Cap (as defined in the Motion) with respect to Supplier and conditionally paying prepetition claims of Supplier in the amount of \$58,617.80 on or after October 21, 2005.
- 2. Supplier is hereby ordered to show cause before this Court at a hearing to be held at 10:00 a.m. Prevailing Eastern Time on November 29, 2005 before the Honorable Robert D. Drain, United States Bankruptcy Judge, in the Bankruptcy Court, Courtroom 610, One Bowling Green, New York, New York 10004-1408 (the "Hearing") why the Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. § 362 for willfully threatening to withhold essential goods from the Debtors under one or more contracts between the Debtors and Supplier, which action was automatically stayed by the Debtors' filing of voluntary petitions in this Court for reorganization relief under chapter 11 of the Bankruptcy Code.
- 3. Service of this Show Cause Order is to be made by service upon (a) the Supplier, (b) the Office of the United States Trustee, (c) counsel for the official committee of unsecured creditors appointed in these cases pursuant to section 1102 of the Bankruptcy Code, (d) counsel for the agent under the Debtors' prepetition credit facility, and (e) counsel for the agent under Debtors' postpetition credit facility. Notice served pursuant to the preceding sentence shall be via first class mail, postage prepaid.

No further notice of the Hearing or of the entry of this Show Cause Order need be served by the Debtors.

4. In accordance with the Case Management Order dated October 14, 2005, objections and responses, if any, must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, (c) be filed with the Bankruptcy Court in accordance with General Order M-242, as amended (registered users of the Bankruptcy Court's case filing system must file electronically and all other parties-in-interest must file on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windowsbased word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) served upon: (i) conflicts counsel to the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, New York 10119 (Attn: Albert Togut, Esq.), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr, Esq.), (iii) counsel to the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Marissa Wesley, Esq.), (iv) counsel to the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican, Esq.), (v) counsel to the Creditors Committee, Latham Watkins, LLP Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, NY 10022-4068 (Attn: Robert Rosenberg, Esq.); and (vi) the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Deirdre A. Martini, Esq.) so as to be **received** no later than seven (7) calendar days prior to the Hearing.

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5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Show Cause Order.

Dated: New York, New York

October ___, 2005

UNITED STATES BANKRUPTCY JUDGE ROBERT D. DRAIN

EXHIBIT E

TOGUT SEGAL & SEGAL LLP One Penn Plaza Suite 3335 New York, New York 10119 (212) 594-5000 Albert Togut (AT-9759) Frank A. Oswald (FAO-1223)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF WAIVER

PLEASE TAKE NOTICE that on October 8, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed the Motion For Order Under 11 U.S.C. §§ 105(a), 363, 364, 1107, And 1108 And Fed. R. Bankr. P. 6004 And 9019 Authorizing Continuation Of Vendor Rescue Program And Payment Of Prepetition Claims Of Financially-Distressed Sole Source Suppliers And Vendors Without Contracts (the "Motion").

PLEASE TAKE FURTHER NOTICE that on October 13, 2005, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order granting the relief requested in the Motion (the "Order").

PLEASE TAKE FURTHER NOTICE that, pursuant to the authority granted to the Debtors pursuant to paragraph 8 of the Order, the Debtors have determined to waive the conditions for payment of a prepetition claim under the Essential Supplier Claims Cap (as defined in the Motion) with respect to The Lee Company ("Supplier") and conditionally paid prepetition claims of Supplier in the amount of \$58,617.80 on or after October 21, 2005.

PLEASE TAKE FURTHER NOTICE that contemporaneously herewith the Debtors are filing a proposed Order to Show Cause requesting that the Bankruptcy Court order Supplier to appear before the Bankruptcy Court at a hearing to be held at 10:00 a.m. Prevailing Eastern Time on November 29, 2005 before the Honorable Robert D. Drain, United States Bankruptcy Judge, in the Bankruptcy Court, Courtroom 610, One Bowling Green, New York, New York 10004-1408 (the "Hearing") and demonstrate why Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. § 362.

Dated: New York, New York October 26, 2005

TOGUT SEGAL & SEGAL LLP

By: s/ Frank A. Oswald
Albert Togut (AT-9759)
Frank A. Oswald (FAO-1223)
One Penn Plaza
Suite 3335
New York, New York 10119
(212) 594-5000

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession